



HINTERLAND METALS INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of Hinterland Metals Inc. (the “**Corporation**”) will be held at 2:00 p.m. (Montreal time) on May 23, 2018 at the offices of Fasken Martineau DuMoulin LLP, 800 Victoria Square, suite 3700, Montreal, Quebec H4Z 1E9 for the following purposes:

1. to present to shareholders the financial statements of the Corporation for the year ended December 31, 2017, as well as the auditor’s report;
2. to elect the directors;
3. to appoint Raymond Chabot Grant Thornton LLP as auditors and to authorize the directors to fix their remuneration;
4. to approve the stock option plan; and
5. to approve the consolidation of the Corporation’s share capital on the basis of up to four (4) existing common shares for one (1) new common share, as a special resolution, the text of which is as follows:

BE IT RESOLVED:

1. **THAT** the 42,269,614 issued and fully paid common shares without par value of the Corporation be consolidated up to 10,567,403 issued and fully paid common shares without par value, up to every four (4) common shares before consolidation being consolidated into one (1) new common share;
2. **THAT** in the event the aggregate number of shares held by a shareholder results in a fractional share being held as a result of the consolidation: (a) such fractional share being equal to greater than one-half of a share, be rounded up to the next whole share; and (b) such fraction being less than one-half of a share, be rounded down to the next whole share;
3. **THAT** the directors be authorized to implement a consolidation of the Corporation’s issued and outstanding common shares using a ratio of less than four (4) old common shares for one (1) new common share;
4. **THAT** the directors may revoke this resolution before it is acted upon without further approval of the shareholders; and
5. **THAT** any officer of the Corporation is hereby authorized to do all things and sign all instruments and documents necessary or desirable to give effect to the foregoing;

6. to transact such other business that may properly come before the meeting.

DATED at Montreal, Quebec, this 23rd day of April 2018.

By Order of the Board of Directors

(s) Mark Fekete

Mark Fekete,
President and Chief Executive Officer

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.